

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE**

ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Chitina Recording District in Book 007 Pages 0845 through 0952 on June 11, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 7th day of August, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Fairbanks Recording District for the purpose of enhancing cathodic protection of underground segments of the TAPS pipeline between pipeline mileposts 597 to 617 by installing a conventional ground bed in Oxbow Lake, a small lake in the vicinity of pipeline milepost 609.6

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 20 South, Range 12 East, Fairbanks Meridian, Alaska.

Sections 29, 30, 31 and 32: those lands within the following described area:

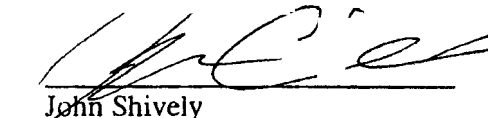
Beginning at a point on the easterly TAPS right-of-way boundary line opposite pipeline station 32188+00, the point of beginning; thence northerly along the easterly TAP right-of-way boundary line a distance of approximately 2000 feet to a point; thence easterly at right angle to the previous bearing a distance of approximately 2000 feet to a point; thence southerly at right angle to the previous bearing a distance of approximately 2000 feet to a point; thence westerly at right angle to the previous bearing a distance of approximately 2000 feet to the point of beginning, containing approximately 91 acres.


The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the conventional ground bed, said as-built to be tied to the TAPS pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE


John Shively
Commissioner
Department of Natural Resources

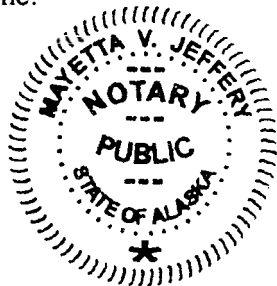

Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

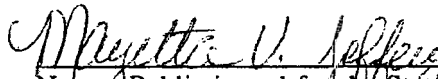
STATE OF ALASKA

) ss

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 14th day of August, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.




Notary Public in and for the State of Alaska
My Commission expires June 22, 1999


STATE OF ALASKA

) ss

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 31 day of July, 1996, before me, personally appeared Dennis E. Pruden, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal.
the day and year in this certificate first above written.



Notary Public in and for the State of Alaska
My Commission expires June 30, 1998